

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ROK ENTERTAINMENT GROUP, INC. : Case No. 1:11-cv-02728 (DAB)
: ECF CASE
Plaintiff, :
: _____
-against- :
: _____
LAURENCE ALEXANDER, : DECLARATION OF
: CLARISSE N. THOMAS, ESQ.
: IN SUPPORT OF
: MOTION TO DISMISS
: _____
Defendant. :

X

I, Clarisse N. Thomas, do hereby declare as follows:

1. I am associated with Shipman & Goodwin LLP, counsel for defendant in this action. I make this Declaration in support of defendant's motion to dismiss the Complaint.

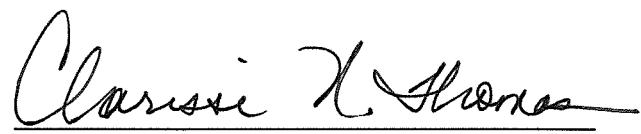
2. Attached hereto as Exhibit A is a true and correct certified copy of plaintiff ROK Entertainment Group, Inc.'s 2009 Annual Report that was filed with the Secretary of State of Delaware. According to the Delaware Secretary of State's records, the 2009 Annual Report is the most recent one filed by plaintiff. The plaintiff's principal place of business, according to its 2009 Annual Report, is in the United Kingdom, and not New York, as alleged in paragraphs 7 and 8 of the Complaint.

3. Attached hereto as Exhibit B is a certificate from the Secretary of State of New York, stating that plaintiff has not filed an Application for Authority to do business in New York.

4. On or about June 23, 2011, I dialed "411" in order to try to locate a New York City address for plaintiff. I was informed that no address or telephone number exists for plaintiff in New York City.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 6, 2011


CLARISSE N. THOMAS

CERTIFICATE OF SERVICE

I hereby certify that on July 8, 2011, a copy of the foregoing Declaration of Clarisse N. Thomas, Esq. in Support of Motion to Dismiss was filed electronically and served by mail on anyone unable to accept electronic filing. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF System.

/s/ Andrew M. Zeitlin

Andrew M. Zeitlin (AZ0026)

EXHIBIT A

Delaware

PAGE 1

The First State

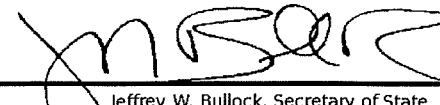
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE ANNUAL REPORT OF "ROK ENTERTAINMENT GROUP INC." AS FILED IN THIS OFFICE.

4473485 8200

110716251

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8829302

DATE: 06-13-11

State of Delaware
Annual Franchise Tax Report

CORPORATION NAME ROK ENTERTAINMENT GROUP INC.			TAX YR. 2009																																																																																																				
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STUART KENNETH FURNIVAL ROK HOUSE, KINGSWOOD BUSINESS PARK, HOLYHEAD ROAD, ALBRIGHTON WOLVERHAMPTON STAFFORDSHIRE WV7 3AU UNITED KINGDOM		

State of Delaware
Annual Franchise Tax Report

EXHIBIT B

**State of New York } ss:
Department of State }**

I hereby certify, that I have made diligent examination of the index of corporation certificates filed by this department for an Application for Authority for ROK ENTERTAINMENT GROUP INC. and that upon such examination, I find no such Application for Authority to do business on file with this Department.



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 23rd day of June two
thousand and eleven.*



First Deputy Secretary of State